

Amended by Special Resolution of

British Equestrian Federation

With effect from 10 July 2019



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THE COMPANIES ACT 1985
(AS AMENDED)

A COMPANY LIMITED BY
GUARANTEE AND NOT
HAVING A SHARE CAPITAL

MEMORANDUM (amended by
Special Resolutions dated
26 October 2017, 1 March 2005, 22 May 2001,
16 January 2001 and 23 December 1996)

ARTICLES OF ASSOCIATION
(adopted by Special Resolutions dated
10 July 2019, 26 October 2017, 26 November
2014, 17 July 2013, 16 June 2010, 17 June 2009,
17 June 2008, 28 November 2007, 1 March 2005,
22 May 2001, 16 January 2001 and 23 December
1996)

of

**BRITISH EQUESTRIAN
FEDERATION LIMITED**

Company Number 3174767
incorporated on 19 March 1996

Company Number 3174767

THE COMPANIES ACT 1985
A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

(adopted by Special Resolution dated 10 July 2019
In substitution for and to the exclusion of
the Memorandum and Articles of Association dated 26 October 2017)

of

BRITISH EQUESTRIAN FEDERATION LIMITED

Company Number 3174767

THE COMPANIES ACT 1985 AS AMENDED
A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

BRITISH EQUESTRIAN FEDERATION

PART 1: INTERPRETATION, OBJECTS AND LIMITATION OF LIABILITY

1 DEFINITIONS

1.1 In these Articles the following expressions have the meanings set out below:

1.1.1 "**Appointed Representative**" means a person appointed by a Member or Associate Member to represent it at any meeting of the Council in accordance with Article 11.2.

1.1.2 "**Area**" means England, Wales, Scotland and Northern Ireland.

1.1.3 "**Associate Member**" means any organisation approved for Associate Membership by the Board which, subject to the payment of any appropriate annual Associate Membership fee (as determined from time to time by the Board), shall be entitled to attend and speak at Council Meetings (but shall not be entitled to vote thereat) and

otherwise may be represented by the Federation in such ways as shall be determined from time to time by the Board.

- 1.1.4 **“BOA”** means the British Olympic Association.
- 1.1.5 **“Board”** means the board of directors (or any duly constituted committee of the board of directors) for the time being of the Federation.
- 1.1.6 **“Board Chair”** means the Chair of the Board appointed as such in accordance with these Articles and shall be known as **“President”** if the Chair is required to represent the Federation in relation to matters concerning any international sports governing body of which it is a member.
- 1.1.7 **“British Equestrian Membership Policy”** the membership policy setting out the criteria which the Council will apply in considering whether to approve applications for membership of the Federation as amended from time to time;
- 1.1.8 **“BPA”** means the British Paralympic Association.
- 1.1.9 **“Chief Executive”** means the person appointed as Chief Executive by the Board in accordance with Article 24.
- 1.1.10 **“clear days”** means a period of days exclusive of the day on which the notice is served.
- 1.1.11 **“Council”** means the Members duly convened in a Council Meeting in accordance with these Articles or acting by resolution in writing. **“Council Chair”** means the Chair of the Council elected by the Council in accordance with article 15.10.
- 1.1.12 **“Council Meeting”** means any meeting of the Members duly convened in accordance with these Articles, whether it is an Annual General Meeting or an Extraordinary General Meeting.
- 1.1.13 **“Director”** means a non-executive director of the Federation duly appointed in accordance with Article 18.4.
- 1.1.14 **“Document”** includes, unless otherwise specified, any document sent or supplied in electronic form.
- 1.1.15 **“Elected Director”** means a director appointed in accordance with Article 18.4.4.
- 1.1.16 **“Electronic form”** has the meaning given in Section 1168 of the 2006 Act.

- 1.1.17“**FEI**” means the Fédération Equestre Internationale.
- 1.1.18“**FEI Discipline**” means a sporting discipline recognised as an FEI sport by the FEI from time to time;
- 1.1.19“**Federation**” means the British Equestrian Federation.
- 1.1.20“**Founder Member**” means each of The British Horse Society, British Dressage, British Eventing and the British Show Jumping Association.
- 1.1.21“**Fund**” means the British Equestrian Federation Fund.
- 1.1.22“**General Member**” means any Member other than the Founder Members.
- 1.1.23“**General Resolution**” means a resolution of the Council passed with more than 60% of the votes of Members present and voting being cast in its favour.
- 1.1.24“**Government Organ**” means the United Kingdom Government or any body or organisation formed, operated, financed (to any material degree), sponsored or otherwise actively promoted by the United Kingdom Government for the promotion, organisation or financing of sporting activities of any kind or for any other sporting purpose.
- 1.1.25“**hard copy form**” had the meaning given in Section 1168 of the 2006 Act.
- 1.1.26“**Independent**” means both (i) independent from any close connection to the Federation and (ii) if, from the perspective of an objective outsider acting reasonably, they would be viewed as being independent. A person may still be viewed as independent even if they are a member of a Member or an Associate Member and/or play or coach a sport governed by, or represented by a Member or Associate Member. Examples of a “close connection” include:
- 1.1.26.1 any person who is, or has within the last four years been actively involved in the Federation’s affairs e.g. as a representative of a specific interest group within the Federation such as a sporting discipline, a region or a home country;
 - 1.1.26.2 any person who is, or has within the last four years been an employee of the Federation or has been contracted with the Federation or a Member or Associated Member as a supplier, on a material scale, of goods or services; or
 - 1.1.26.3 any person who has close family ties with any of the Federation’s directors or senior employees; or

- 1.1.26.4 any person who has been expelled as a member of any Member or Associate Member.
- 1.1.27 “**Independent Director**” means a director appointed in accordance with Article 18.4.2.
- 1.1.28 “**Internal Regulations**” means the regulations and policies of the BEF made by the Board in accordance with Article 20.3 as amended from time to time.
- 1.1.29 “**Member**” means the original subscribers to the Memorandum of the Federation and any Member of the Federation, not being an Associate Member, elected by the Council and being a body governing and/or representing any equestrian sport or activity in the United Kingdom and operating in the United Kingdom.
- 1.1.30 “**Membership**” means Members and Associate Members.
- 1.1.31 “**Nominated Director**” means a director appointed in accordance with Article 18.4.3.
- 1.1.32 “**Nominations Committee**” means the committee appointed under Article 21.
- 1.1.33 “**Objects**” means the objects of the Federation set out in Article 4.
- 1.1.34 “**Olympic Discipline**” means a sporting discipline recognised as an Olympic sport by the International Olympic Committee from time to time;
- 1.1.35 “**Ordinary Resolution**” has the meaning given in Section 282 of the 2006 Act.
- 1.1.36 “**Paralympic Discipline**” means means a sporting discipline recognised as a Paralympic sport by the International Paralympic Committee from time to time;
- 1.1.37 “**Policy Interest**” means any policy interest of any Member or Associate Member or of the Federation (in each case as set out in their respective constitutional documents from time to time).
- 1.1.38 “**President**” means the person appointed from time to time by the Board as the president of the Federation for international representation purposes only.
- 1.1.39 “**Regional Bodies**” means the Sports Councils, any regional sports councils, and any other regional sports boards or bodies operating in the Area for the furtherance or organisation of sporting activities in the Area, including any local government authority.
- 1.1.40 “**Secretary**” means any person appointed by the Board to perform the duties of the

Secretary of the Federation.

1.1.41 “**Senior Independent Director**” mean the senior independent director of the Board elected by the Board from its Independent Directors in accordance with Article 18.6.

1.1.42 “**Special Resolution**” has the meaning given in Section 283 of the 2006 Act.

1.1.43 “**Sports Councils**” means, respectively, the Sports Councils of England, Wales and Northern Ireland.

1.1.44 “**Subscription Date**” means the first day of a Subscription Year.

1.1.45 “**Subscription Year**” means a year commencing on the first day of January or such other date as the Board may from time to time resolve.

1.1.46 “**UK Sport**” means UK Sport, an organisation created by Royal Charter.

1.1.47 “**Writing**” means the representation or reproduction of words or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

2 INTERPRETATION

2.1 The expression “**2006 Act**” means the Companies Act 2006 as amended.

2.2 Save as aforesaid any words or expressions contained in these Articles shall bear the same meaning as in the 2006 Act or any statutory modification in force at the date on which these Articles become binding on the Federation.

2.3 For the purposes of Section 20 of the 2006 Act, the relevant model Articles shall be deemed to have been excluded and fully replaced with the provisions of these Articles.

2.4 Where, in these Articles, any matter falls to be determined by the Council, it shall make such determination by General Resolution unless the relevant Article specifically states, or the 2006 Act provides otherwise.

2.5 Where in Article 4 and 5 and the relevant definitions any reference to any body or organisation (other than a Member or Associate Member) is made this shall include any body or organisation from time to time replacing or substituted for such body or organisation, or with which it may have amalgamated, or any body or organisation carrying out the functions of any such body or organisation if such body or organisation has ceased to exist or function;

3 NAME AND REGISTERED OFFICE

3.1 The name of the Federation is British Equestrian Federation.

3.2 The registered office of the Federation will be situated in England.

4 OBJECTS

The objects for which the Federation is established are:

- 4.1 to encourage and support the growth of equestrian sports and recreational activities within the Area, including the encouragement of increased participation in equestrian sports, and recreational activities particularly (but not exclusively) among young people, educational establishments and persons with any disability;
- 4.2 the improvement of standards and the pursuit of excellence in equestrian sports;
- 4.3 to work with its Membership for the benefit of equestrian sports and recreational activities generally;
- 4.4 to co-ordinate and further the Policy Interests of common concern to its Membership, in particular, but not limited to international affairs and international equestrian events and competition and the organising bodies thereof, and in so doing:
 - 4.4.1 to represent its Membership as the national authority in all matters concerned with BOA, UK Sport, the Sports Councils and the FEI, and all matters relating to international competition and the Olympic and Paralympic Games;
 - 4.4.2 to act as the representative of its Membership with the FEI (including holding membership of the FEI), and to act with its Membership in representing and furthering the interests of equestrian sport and equestrian recreational activities with the Sports Councils, the BOA, BPA, UK Sport, Government Organs and the Regional Bodies (provided that, where any matter relates to the activities which a Member governs or represents, and does not concern or affect other Members, that Member may deal directly with any such body provided that it shall first have notified the Board of its intention to do so);
 - 4.4.3 to deal with the FEI as required from time to time on any subject to appoint delegates and representatives to committees and assemblies of the FEI and to deal with and process proposals from its Membership for submission to the FEI;
 - 4.4.4 to provide training for its Membership and to support education in equestrian sports;
 - 4.4.5 to act as the regulating body within the United Kingdom for the implementation and enforcement of all FEI, BOA, BPA rules, in particular, but not limited to rules for medication and doping control and protection of horses and competitors;
 - 4.4.6 to (i) establish and enforce medication and doping control programmes, rules and disciplinary procedures in respect thereof and (ii) to work with its Membership to establish dispute resolution procedures for settling disputes between the Members and/or Associate Members or between Members or Associate Members and their individual members
 - 4.4.7 to develop and market equestrianism in Great Britain and Northern Ireland;
 - 4.4.8 to make recommendations to the trustees of the Fund in respect of financial grants to its Membership and any other entity in furtherance of the Objects;
 - 4.4.9 to issue international riders' licences, FEI passports and all other relevant licences and authorisations in connection with international competition and equestrian events and to oversee the financial control and appoint necessary officials for, and to co-ordinate, where necessary, British representation at international multi-discipline equestrian events.
 - 4.4.10 to raise external funding for the Federation and to advise and assist its Membership in obtaining external funding including negotiating funding arrangements with national and international sporting and sports funding bodies, the raising of sponsorship monies and providing funding and financial advice to its Membership generally (including co-ordinating the marketing activities of the Federation with

those of its membership and co-ordinating the exploitation of the commercial rights of the Federation with those of its membership);

- 4.4.11 to encourage and co-ordinate improved breeding of performance horses generally, particularly of performance horses for competition in disciplines represented by the Federation and its Members and Associate Members;
- 4.5 to take such steps as may seem necessary or expedient for the welfare of all or of the Members and Associate Members and the safeguarding of their interests;
- 4.6 to work with its Membership to co-ordinate media and public relations on behalf of the Federation and its membership and improve media exposure received by equestrianism;
- 4.7 to make rules for the conduct of the affairs of the Federation and to define and settle the manner in which compliance with the decisions of the Federation or its officers shall or may be enforced;
- 4.8 to take or defend or contribute to or assist in any proceedings by or against the Federation or any Member or Associate Member in any lawful manner;
- 4.9 to purchase, take on lease or otherwise acquire any real or personal property which the Federation or its directors may think necessary for the promotion of its Objects and to construct maintain and alter any building or works necessary or convenient for the purposes of the Federation, and to sell, let, develop, mortgage, dispose of or turn to account all of or any of the property or assets of the Federation as may be thought expedient with a view to the promotion of its Objects;
- 4.10 to establish and support or to aid in the establishment and support of institutions for charitable purposes in any way connected with the purposes of the Federation or calculated to further its Objects;
- 4.11 to employ and remunerate any person as an officer or employee of the Federation;
- 4.12 to indemnify any person or body undertaking any liability on behalf of the Federation;
- 4.13 to invest monies of the Federation not immediately required upon such securities or otherwise in such manner as may from time to time be determined and to lend money on a secured or unsecured basis, provided that such security shall be located in the Area;
- 4.14 to borrow any monies required for the purposes of the Federation upon such terms and upon such securities as may be determined;
- 4.15 to promote or form or assist in the promotion or formation of any company or body to undertake all or any of the duties, powers or liabilities which the Federation is authorised to do or undertake, or to provide support services to the Federation and its Membership, and to participate in the ownership or management of or to acquire, hold or dispose of shares in such company or body and to delegate to such company or body all or any of the duties or powers of the Federation and to arrange for the undertaking by any such company of all or any of the duties or liabilities of the Federation;
- 4.16 to do all or any of the above things as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others and either by or through agents, trustees, sub-contractors or otherwise; and
- 4.17 to do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

5 AUTONOMY OF MEMBERS AND ASSOCIATE MEMBERS

- 5.1 All Members and Associate Members will retain their autonomy and the right of self-regulation, according to their own constitutions, but subject to compliance with the rules and regulations of the FEI, the BOA, the BPA and (to the extent applicable) these articles, provided that no Member or Associate Member (being, in either case, a charity) shall be required to do anything or refrain from doing anything which would adversely affect its charitable status.
- 5.2 The Members at the date of adoption of these articles are recognised as the national governing bodies for their respective sports and activities, responsible for all rules, regulations and disciplinary procedures relating to their organisations and membership, subject to the recognition of the Federation as the national federation for FEI, BOA, UK Sport and Sport England.

6 POWERS AND LIMITATIONS

- 6.1 The income and property of the Federation shall be applied solely towards the promotion of the Objects, and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, distribution, to Members.
- 6.2 The Federation shall not take any steps or carry out any activity which would, or could cause it to be a Trade Union.
- 6.3 Each of the Objects shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph of this Memorandum, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.
- 6.4 Where the Board determines that any matter is best dealt with by a Member on behalf of the Federation, it may appoint such Member to do so upon such terms as it may determine by resolution of the Board.

7 LIMITED LIABILITY

- 7.1 The liability of the Members is limited.
- 7.2 Every Member undertakes to contribute such amount as may be required (not exceeding £1) to the Federation's assets if it should be wound up while it, he or she is a Member or within one year after it, he or she ceases to be a Member, for payment of the Federation's debts and liabilities contracted before he or she ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
- 7.3 If the Federation is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall be given or transferred to some other company or charity having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as it imposed on the Federation by paragraph 6.1 above, chosen by the Members, and if that cannot be done then to some other charitable object.

PART 2: MEMBERSHIP/COUNCIL/COUNCIL MEETINGS

8 MEMBERS

- 8.1 No organisation shall become a Member unless they have been an Associate Member for at least 1 year (or such other period as the Council determines by Special Resolution).
- 8.2 The Secretary shall cause all Members to be entered in the Register of Members with a note of their respective voting rights in Council Meetings.
- 8.3 An organisation applies to become a Member or an Associate Member by completing a membership application (in such written form as may from time to time be prescribed by the Board) and depositing the application and appropriate subscription fee or other agreed sum at the Registered Office. The Secretary shall cause all such applications to be notified to all Members in writing, accompanied by a copy of the applicable membership application, as soon as practicable, and in any event, within 21 days of its receipt by the Federation.
- 8.4 Application for membership may be made and considered at any time but (unless the Council otherwise decides) new membership shall, subject to Article 8.5, commence from the Subscription Date following the resolution to accept the new member's application.
- 8.5 An organisation becomes a Member once the cheque or other means of payment of the subscription fee or other agreed sum has been honoured and the name of the organisation has been recorded in the Register of Members.
- 8.6 By becoming a Member, a Member agrees to observe and perform and be bound by the memorandum and articles of association and the Rule Book of the Federation. The Members shall not purport to govern or otherwise represent, or recognise any person who purports to govern or otherwise represent, any equestrian sport or equestrian recreational activity in the United Kingdom which is governed or represented by a Member which is a Member at the date of the adoption of these articles.
- 8.7 The Council may grant or refuse any application for membership. The Council shall, in determining any application for membership of the Federation, take account of the following membership criteria (but otherwise, shall be entitled to act in its absolute discretion):

8.7.1 the applicant should have been in existence and operating or trading throughout the three years preceding the making of its application, and should have audited or certified accounts (prepared by an accountant qualified to carry out audits of Companies registered under the Act) for each of its three financial years ending prior to its application; and

8.7.2. the Council must be satisfied that the applicant has a commitment to equestrianism and/or equestrian sports and the development thereof in the United Kingdom at all levels;

and provided that the Council must be satisfied that the applicant does not represent an interest or sport which is similar to one which is already represented by a Member or whose membership would cause (or might reasonably be expect to cause) a breach of article 5.

The Council shall also take into account any British Equestrian Membership Application Policy or equivalent adopted by the Council and in force at the applicable time of the

application.

9 SUBSCRIPTION

- 9.1 Each Member and Associate Member shall pay to the Federation for each Subscription Year a subscription of such amount as the Council may from time to time determine for each Member/Associate Member.
- 9.2 In determining the total amount of subscription fees to be paid in any Subscription Year the Council shall have due regard for the anticipated funding reasonably necessary to enable the Federation to meet its Objects during that Subscription Year (and taking into consideration any estimate of the Board in respect of such funding).
- 9.3 If no estimate is made by the Board for any Subscription Year the Members shall take into account the funding utilised in the immediately preceding Subscription Year
- 9.4 In determining the subscription fees for each Member and Associate Member the Council shall have due regard to:
- 9.4.1 the number and type of members in the relevant Member or Associate Member;
 - 9.4.2 the nature, size and scope of the activities undertaken by the Member or Associate Member.
- 9.5 Payment of subscription fees shall be made by three instalments of which the first (being fifty per cent of the fees) shall be paid on the Subscription Date, the second (being twenty five per cent of the fees) on the first of April in each Subscription Year, and the third (being twenty five per cent of the fees) on the first of July in each Subscription Year;
- 9.6 No refund of subscription fees shall be made on termination of membership.

10 CESSATION OF MEMBERSHIP

- 10.1 A Member or Associate Member shall forthwith cease to be a member of the Federation upon the happening of any one or more of the following events:
- 10.1.1 the expiry of 6 months' notice in writing by the Member or Associate Member to the Federation resigning its membership, provided that the required period of notice shall expire on a Subscription Date unless otherwise determined by a Special Resolution of the Council;
 - 10.1.2 unless the Council resolves otherwise in any case, the failure by the Member or Associate Member for twenty-eight days after the due date to pay to the Federation any subscription or other sum due from it;
 - 10.1.3 the passing of a General Resolution by the Council that, in its opinion:
 - 10.1.3.1 the Member or Associate Member has incurred or suffered a change in its constitution or objects that has altered its character to one which would be unlikely to satisfy the criteria for Membership set out in these Articles; or
 - 10.1.3.2 the Member or Associate Member has incurred or suffered such a change in

its activities that it is no longer concerned with an equestrian activity or sport; or

10.1.3.3 the Member or Associate Member's principal activities are not carried on in the United Kingdom;

10.1.4 the passing of a Special Resolution by the Council to remove a Member or Associate Member in accordance with Article 10.2; or

10.1.5 if the Member or Associate Member has a receiver or manager or administrative receiver appointed over its undertaking or assets or goes into administration, or enters into any composition or arrangement with its creditors, or if, being incorporated, it passes an effective resolution for winding-up or an order to that effect is made against it, or if, being an unincorporated body, it takes or suffers any effective step for its dissolution or any event analogous to any of these events occurs in relation to it.

10.2 The Council may by Special Resolution either (i) suspend a Member or Associate Member from membership of the Federation until such time as the Council by Special Resolution ends the suspension or (ii) remove a Member or Associate Member from membership of the Federation if:

10.2.1 the Member or Associate Member has by its act or omission to act put into jeopardy funding provided to the Federation by UK Sport, Sport England or any other public body;

10.2.2 the Member or Associate Member has conducted itself in a manner which is detrimental to the character and/or prejudicial to the interests of the Federation and/or has brought or is likely to bring the Federation and/or equestrianism in the UK into disrepute.

10.3 A Member or Associate Member shall not be entitled to enjoy or exercise any of the rights and privileges of a Member or Associate Member until it shall have paid or caused to have paid on its behalf all monies due from it to the Federation from time to time.

11 CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

11.1 Each Member shall be entitled (in accordance with Article 11.2) to appoint a person to be its Appointed Representative in Council Meetings.

11.2 Each Member or Associate Member shall by resolution of its directors or other governing body appoint such person as it thinks fit to act as its Appointed Representative and notify such appointment to the Secretary.

11.3 Each Appointed Representative shall hold office for such period as its appointer determines and notifies to the Federation in writing, provided that (i) no Appointed Representative may serve as such for more than 8 consecutive years and (ii) having served for such period, no former Appointed Representative may be re-appointed as an Appointed Representative until at least 4 years have elapsed since that person last held such role.

11.4 If, during any terms of appointment, any Appointed Representative dies, is incapacitated for any reason or ceases to be a member of his appointing Member or Associate Member a

substitute may be appointed by that Member or Associate Member by notice to the Secretary.

11.5 An Appointed Representative of a Member or Associate Member who has been notified to the Secretary shall be entitled to exercise all of the powers of the Member or Associate Member on its behalf and for the purposes of the 2006 Act and these Articles a Member or Associate Member acting by its Appointed Representative in accordance with this Article shall be deemed to be present in person at any Council Meeting at which its Appointed Representative is present in person.

11.6 Each Associate Member shall be entitled to appoint one Appointed Representative

12 COUNCIL MEETINGS

12.1 Each year the Federation shall hold an annual general meeting of the Council ('Annual General Meeting')

12.2 In addition the Federation may hold Council Meetings to consider such matters of relevance to the Federation's objectives as the Board or the Council or the Members that have requisitioned the meeting may decide.

12.3 The Board can decide to call a Council Meeting at any time, and shall convene a Council Meeting within 21 days of being requested to do so in writing by any 3 of the Founder Members, and such request shall specify the business to be considered at such meeting.

12.4 Members may requisition a Council Meeting under Section 303 of the 2006 Act .

12.5 Any Council Meeting that is not an Annual General Meeting shall be called an Extraordinary General Meeting.

13 POWERS OF COUNCIL

13.1 In addition to the powers of the Council under the 2006 Act and under these Articles, the Council shall have reasonable rights to consultation by the Board and shall have the right to constructively challenge Board proposals.

13.2 The Council shall utilise the expertise of the Membership to develop and provide ideas for the development of the Federation, provide strategy and policy guidelines for the consideration of the Board and put forward its views and where relevant the views of its own members to the Board.

14 NOTICE OF COUNCIL MEETINGS

14.1 At least 14 clear days' notice in writing must be given for every Council Meeting.

14.2 Any notice of a Council Meeting must state where the meeting is to be held, the date and time of the meeting, and the general nature of any special business to be dealt with at the meeting, the text of any special resolution and the intention to propose that resolution as a special resolution and a statement of the right to appoint a proxy. Article 15.3 explains what business is treated as special business.

14.3 On a vote on a resolution on a show of hands at a Council Meeting each Member shall have one vote. On a vote on a written resolution or on a poll taken at a Council Meeting, each General Member shall have one vote and each Founder Member shall have such number of

votes as is equal to 13.5% of the total number of Members eligible to vote on that resolution (provided always that in the event that such calculation does not produce a round number of votes for the Founder Member concerned that number shall, if 0.5 of a vote, or above, be rounded up and, in any other case, be rounded down).

- 14.4 A Member entitled to attend and vote at a Council Meeting can appoint a proxy to attend and, exercise all or any of his rights to attend and to speak and vote. A Member acting by its proxy in accordance with this Article shall be deemed to be present in person at such a Meeting if its proxy is present in person.
- 14.5 The notice calling an Annual General Meeting must state that the meeting is the annual general meeting. The notice calling a meeting at which it is proposed to pass a Special must state that it is intended to propose the resolution as a Special Resolution accordingly.
- 14.6 Notice of every Council Meeting must be given to all Directors, Members and Associate Members. If by accident, notice of a meeting is not given to any person who is entitled to receive such notice, the proceedings of that meeting will still be valid. This also applies to any accidental failure to send any other notice or circular relating to the meeting or, where proxy forms are sent out, a proxy form. It also applies where the notice, circular or proxy form was sent but was not received.
- 14.7 Even though a Council Meeting is called by a notice period shorter than that stated in Article it will be treated as having been validly called if it is agreed:
- 14.7.1 in the case of an Annual General Meeting, by all the Members; and
- 14.7.2 in the case of an Extraordinary General Meeting or Ordinary Meeting by Members which together hold at least 95 per cent of the total voting rights of the Members having the right to vote at that meeting.
- 14.8 If the Board considers that it is impractical or undesirable to hold a Council Meeting on the date or at the time or place set out in the notice of meeting, it may either postpone the meeting to another date, time or place or cancel the meeting. This also applies to any meeting postponed under this Article and to any adjourned meeting. The Board may not postpone or cancel a meeting requisitioned by the Members under the Acts.

15 PROCEEDINGS AT COUNCIL MEETINGS

- 15.1 If a Council Meeting is postponed for more than 14 days, the Board must give at least 7 clear days' notice of the postponed meeting in the same way as for the original meeting.
- 15.2 Certain resolutions require special notice under the Act and the provisions about special notice are binding on the Federation its Members and Associated Members.
- 15.3 Any business at an Extraordinary General Meeting is treated as special business. Except for the following, all business at an Annual General Meeting is also treated as special business:
- 15.3.1 considering and adopting the annual accounts, the Directors' Report, the Auditors' Report and any other document which must be sent with or attached to the accounts;
- 15.3.2 appointing the Auditors, except where the Act requires special notice of the resolution for this appointment; and

- 15.3.3 authorising the Directors to fix the remuneration of the Auditors.
- 15.4 Amendments can be proposed to any type of resolution if the amendments are only clerical amendments to correct an obvious error.
- 15.5 No other amendments other than those amendments described in Article 15.4 to any general, ordinary, or special resolution can be proposed or voted on without the appropriate notice in respect of the resolutions as amended having been given.
- 15.6 Except for a resolution proposed by a Member, the Chair of the meeting may decide in good faith that a particular resolution shall be cancelled and not put to the meeting.
- 15.7 Before a Council Meeting starts to do business there must be a quorum present. If there is not, the meeting cannot carry out any business. Subject to Article 15.8, a quorum for all purposes is the number of Appointed Representatives entitled to vote present in person or by proxy and representing fifty per cent of the total voting rights on a show of hands of the Council.
- 15.8 This Article applies if a quorum is not present within 30 minutes of the time fixed for the meeting to start.
- 15.8.1 The Chair of the meeting can decide to extend this time but not for more than 2 hours.
- 15.8.2 If a quorum is not present within 30 minutes of the time fixed for the start of the meeting or within any extended time period:
- 15.8.2.1 if the meeting was requisitioned by the Members, it will be dissolved;
- 15.8.2.2 a meeting which was called in any other way will be adjourned to another day, time and place decided by the Chair.
- 15.9 At the adjourned meeting if a quorum is not present within 30 minutes of the time fixed for the start of the meeting or within any extended time period, the quorum shall be 3 Members present by representative or by proxy. If a quorum is still not present, the meeting will be dissolved.
- 15.10 The Council shall elect a Council Chair for a maximum period of five years and subject always to prior removal by the Council. The Council Chair need not be an Appointed Representative of a Member and shall not be the Board Chair or the Commercial Director of a Member. Except as provided in Article 15.11, the Council Chair will be the Chair at every Council meeting. The Council Chair shall perform such functions on behalf of the Council as are set out in terms of reference adopted by the Council as amended from time to time but shall not represent the Federation in its capacity as a member of any international sport governing body.
- 15.11 If the Council Chair is not present, the Members who are present will choose one of themselves to act as Chair of the meeting. This also applies if the Council Chair is not present within 15 minutes of the time the meeting is due to start or if the Council Chair is unwilling to chair the meeting.
- 15.12 The Chair of the meeting can take any action to make sure the meeting is orderly. This can be whatever action he thinks is necessary. Any decision the Chair makes relating to matters

of order or procedure including whether any question raised is a point of order or procedure, will be final and cannot be challenged.

15.13 The Chair of a Council Meeting may adjourn a quorate meeting at any time after the time the meeting was due to start, with the consent of the meeting. The Chair must adjourn the meeting if so directed by the meeting.

15.14 The only business which can be carried on at an adjourned meeting is that business which could validly have been carried on at the meeting which was adjourned.

15.15 When adjourning a Council Meeting the Chair of the Meeting must:

15.15.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors; and

15.15.2 have regard to any directions as to the time and place of any adjournment which have been given by the Meeting.

15.16 If a meeting is adjourned for more than 14 days, at least 7 clear days' notice of the adjourned meeting must be given. That notice must be given:

15.16.1 to the same persons to whom notice of Council Meetings is given; and

15.16.2 contain the same information which such notice is required to contain.

Otherwise, there is no need to give notice of an adjourned meeting or of the business which is to take place at an adjourned meeting.

16 VOTING AND PROCEDURE AT COUNCIL MEETINGS

16.1 In addition to Members represented by their Appointed Representative in accordance with Article 11.2, the Board Chair, the directors, the Federation's Chief Executive, the Chief Executive and one nominee from each Member shall each be entitled to attend and speak in Council Meetings but shall have no voting rights (save for any voting rights any of them may have as an Appointed Representative). The Chair of the meeting may permit other persons to attend and speak at a Council Meeting.

16.2 If a resolution is put to the vote at a Council Meeting, it will be decided by a show of hands. This applies unless a poll is demanded, before the resolution is put to the meeting or before or when the result of the show of hands is declared by the Chair.

16.3 A poll can be demanded:

16.3.1 by the Chair of the meeting;

16.3.2 by the Appointed Representative of a Founder Member (or proxy therefor);

16.3.3 by Appointed Representatives representing not less than 5 Members (not being Founder Members); or

16.3.4 by an Appointed Representative or Appointed Representatives representing not less than 10% of the total voting rights of all the Members having the right to vote on the resolution;

for these purposes a proxy appointed to vote on a matter at a meeting is authorised to demand or join in demanding a poll on that matter.

16.4 The following applies when there is a vote by a show of hands and no poll is demanded or any demand for a poll is withdrawn. The Chair of the Meeting shall declare that on a show of hands that (as is the case):

16.4.1 a resolution has been passed or has been passed unanimously or has been passed by a particular majority; or

16.4.2 a resolution has been lost or has been lost by a particular majority.

16.5 The Chair's declaration in good faith will be final and conclusive. The declaration must be entered in the minute book, which will be conclusive proof of the fact. There shall be no need to prove the number or proportion of votes recorded for or against a resolution.

16.6 If a poll is demanded it must be carried out immediately.

16.7 The Chair of the meeting can appoint scrutineers who do not need to be Members. If so directed by the meeting he must appoint scrutineers, who shall not be Members, Associate Members or Directors. The result of the poll will be treated as the decision of the meeting as regards the resolutions in respect of which it was demanded.

16.8 If a demand for a poll is withdrawn before a poll has been concluded, any declaration of the result of a vote on that resolution by a show of hands, which was made before the poll was demanded, will be valid.

16.9 A Member which is entitled to more than one vote on a poll because it holds proxy vote(s) in addition to its own, does not need to use all its votes, or cast all the votes it uses, in the same way.

16.10 If the votes at a Council Meeting are equal, either on a show of hands or on a poll, the Chair of the meeting will not be entitled to a second or casting vote.

16.11 Where an objection is raised to the right of any person to vote at a meeting by reason that:

16.11.1 votes have been counted that should not have been counted or that could have been rejected and/or

16.11.2 votes are not counted that should have been counted,

the validity of the decision of the meeting will only be affected if the objection is raised at the meeting at which the vote was cast or the error occurred. The Chair of the meeting will decide in good faith all such objections and his decision will be final and conclusive. This Article applies in the same way to adjourned meetings.

17 PROXIES

17.1 A proxy form must be in writing and signed on behalf of the Member either by a director, the company secretary, council member, trustee or by a person who is properly authorised to sign. The signature on the form does not have to be witnessed.

17.2 A proxy form must be in any form which is commonly used, or in any other form which the

Board approves. The Board can send out proxy forms with the notice of meeting, for use at the meeting. This is subject to the provisions of the 2006 Act.

17.3 A proxy form must be delivered to the Registered Office, or to any other place in the United Kingdom specified in the notice of the meeting, or in any document sent with the notice, or in the notice of an adjournment. This must be done at least:

17.3.1 48 hours before the time set for the meeting or adjourned meeting;

17.3.2 in the case of a poll taken more than 48 hours after it was demanded, 24 hours before the time set for the taking of the poll;

17.3.3 in the case of a poll taken not more than 48 hours after it was demanded, at the time at which it is demanded.

In calculating these periods no account shall be taken of any part of a day that is not a working day.

17.4 A Member can still attend and vote by Appointed Representative at a meeting or on a poll, even though he has delivered a proxy form in respect of that meeting or poll but any vote cast by a Member shall invalidate any vote cast and shall extinguish any right to vote enjoyed by a proxy of that Member in respect of the resolution put to vote.

17.5 A proxy form gives the person who is appointed as proxy authority to demand or join in demanding a poll. It will not give any further right to speak at the meeting, unless the Chair of the meeting allows. The proxy form also gives the person appointed as proxy, authority to vote in whatever way the proxy decides on any amendment of a resolution put to the meeting for which it is given. If a Member gives his proxy authority to vote as the proxy decides or to vote in a particular way, this is a matter between the Member and his proxy. The Federation will accept the abstention or vote of the proxy as final and conclusive even if the Federation has actual knowledge of the terms of the authority of the proxy.

17.6 Any vote cast or poll demanded by a proxy will not be valid if the relevant Member gives written notice to the Federation at the Registered Office at least 24 hours before the time set for the meeting or, if later, the poll, that the proxy's appointment has been revoked.

17.7 A proxy's appointment ceases to be valid after 12 months from the date specified on the applicable proxy form as the date of signature except at an adjourned meeting or on a poll where the original meeting or demand for a poll was held or made within the 12 month period.

PART 3: BOARD, COMMITTEES

18 THE BOARD

18.1 The number of members of the Board shall be 12, and at least 25% of the Board shall be Independent.

18.2 Subject to Article 18.3 the Board shall comprise:

18.2.1 A non-executive Board Chair

18.2.2 Three Independent Directors

18.2.3 Four Nominated Directors

18.2.4 Four Elected Directors

- 18.3 In the event that a Director is removed, disqualified or resigns the Board shall continue to operate despite the vacancy in its composition provided always that the process to appoint a replacement is commenced within a reasonable time. The Board may in the interim period co-opt a person to serve on a temporary basis as a member of the Board if this is necessary to ensure that the Board has the skills and/or experience necessary to fulfil its role.
- 18.4 The Directors and the Board Chair shall be appointed in accordance with the following procedure:

18.4.1 Board Chair

The Board Chair shall be recruited through an open and transparent skill and competency based selection process determined by the Nominations Committee appointed under article 21. Any vacancy shall be openly advertised. Applicants will be assessed as their suitability by the Nominations Committee and interviewed either by the Nominations Committee or an appointments panel appointed by and reporting to it. The Nominations Committee will recommend a candidate for appointment to the Board.

18.4.2 Independent Directors

The Independent Directors shall be recruited through an open and transparent skill and competency based selection process determined by the Nominations Committee. Any vacancy shall be openly advertised. Applicants will be assessed as their suitability by the Nominations Committee and interviewed either by the Nominations Committee or an appointments panel appointed by and reporting to it. The Nominations Committee will recommend a candidate for each post for appointment to the Board.

18.4.3 Nominated Directors

Each Founder Member shall be entitled to nominate one candidate for the post of Nominated Director. The Nominations Committee shall verify that each such candidate is appointable in that they meet the skills and competency requirements of the role and subject to their concluding that a candidate is appointable such candidate shall be appointed.

18.4.4 Elected Directors

Each Member and Associate Member shall be supplied with a statement of the skills and competencies required for each Elected Director role and shall have the right to nominate a candidate for election that role. The Nominations Committee shall verify that each nominated candidate is appointable in that they meet the skills and competency requirements of the role. In the event that only one candidate is nominated and appointable for a role that candidate shall be appointed. In the event that more than one candidate is nominated and appointable for a role the Nominations Committee shall make such arrangements as are required for an electronic and/or postal ballot to take place with each non-Founder Member having one vote in that ballot. The results of that ballot shall be announced to the Members and the successful candidates shall be appointed.

- 18.5 In the event that the Board is not prepared to appoint an applicant or a candidate recommended to the Board by the Nominations Committee in accordance with the process set out in Article 18.4.1 or 18.4.2 it shall provide its reasons to the Nominations Committee and the relevant process shall be repeated.
- 18.6 The Board will appoint one of the Independent Directors as the Senior Independent Director (and in the absence of such appointment, the longest serving Independent Director shall be the Senior Independent Director).
- 18.7 Subject to article 18.8, Directors may hold office for four years after which they may offer themselves for re-appointment for a single further period of up to four years; a person who has held office for more than four years as a Director shall not offer themselves for re-appointment until at least four years have elapsed after that person last held such office.
- 18.8 The Board Chair shall be elected by the Board for such period (not being longer than four years) as the Board may determine, after which such person may offer themselves for re-election as Board Chair for a single further period of up to four years.
- 18.9 Transitional Arrangements
- 18.9.1 Upon the coming into effect of these Articles the appointment of the Directors who as part of the transitional process have been identified for appointment in compliance with Article 18.4 shall be formally confirmed and the existing Board members shall on that appointment cease to hold office as directors of the Federation.
- 18.9.2 In order to ensure a timely and organised rotation of board members for the first four years after the initial appointment of the Board pursuant to these Articles the Elected and Nominated Directors shall be divided into four groups which shall be named Groups A, B, C and D respectively and the Independent Directors shall be divided into three groups, Groups A, B and C respectively. Lots shall be drawn to determine which group each Director shall be placed in.
- 18.9.3 Subject always to Article 22:
- 18.9.3.1 Directors in Group A shall hold office for an initial term of more than one year, after which unless they have previously served as a board member of the Federation they may offer themselves for re-election for a period of up to four years;
- 18.9.3.2 Directors in Group B shall hold office for an initial term of two years, after which unless they have previously served as a board member of the Federation they may offer themselves for re-election for a period of up to four years;
- 18.9.3.3 Directors in Group C shall hold office for an initial term of three years, after which unless they have previously served as a board member of the Federation they may offer themselves for re-election for a further period of up to four years;
- 18.9.3.4 Directors in Group D shall hold office for an initial term of four years, after which unless they have previously served as a board member of the Federation they may offer themselves for re-election for a further period of up to four years.

19 BORROWING POWERS

The Board may exercise all powers of the Federation to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Federation or of any third party.

20 POWERS AND DUTIES OF THE BOARD

- 20.1 The business of the Federation shall (subject as provided in these Articles) be managed by the Board, who may pay all expenses incurred in promoting and registering the Federation, and may exercise all such powers of the Federation as are not, by the 2006 Act or by these Articles, required to be exercised by the Federation in general meeting, subject nevertheless to the provisions of the 2006 Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Federation in general meeting; but no regulation made by the Federation in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
- 20.2 Without prejudice to the generality of the powers of the Board to manage the Federation the Board shall consult with the Council in its advisory capacity on strategy, financial performance related to strategic objectives, the appointment of the directors, the skills and competencies required for directors, the creation of committees and working groups and the Internal Regulations.
- 20.3 The Board may from time to time adopt any Internal Regulations not being inconsistent with these Articles for the conduct and regulation of any of the operations and activities of the Federation, the Board and its Committees as it shall think fit.
- 20.4 The Board may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Federation for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
- 20.5 All cheques, promissory notes, drafts, bills of exchange, and any other negotiable instruments, and all receipts for moneys paid to the Federation shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.
- 20.6 The Board shall cause minutes to be made in books provided for the purpose:
- 20.6.1 of all appointments of members of the Board;
 - 20.6.2 of the names of the members of the Board present at each meeting of the Board and of any committee thereof;
 - 20.6.3 of all resolutions and proceedings of all meetings of the Federation and of the Board, and of committees thereof.

COMMITTEES AND WORKING GROUPS

21.1 There shall at all times be an audit committee, a remuneration committee, and a nominations committee each of which shall act in accordance with any terms of reference provided from time to time by the Board.

21.2 The audit committee and remuneration committee shall be Board Committees and accordingly the members of such Committees shall all be Board Members. At least one non-executive director with significant financial expertise must be a member of the audit committee. The Board Chair must be a member of the remuneration committee but shall not be a member of the audit committee.

21.3 The Nominations Committee shall, subject always to there being a majority of Independent Directors, comprise:

21.3.1 the Board Chair (except in the case when the Nominations Committee is tasked to recruit a new Board Chair, in which case the Nominations Committee shall be chaired by the Senior Independent Director for the purposes of that appointment and the Board Chair shall not sit on the committee for the purposes of that appointment);

21.3.2 two Independent Directors;

21.3.3 one Nominated Director; and

21.3.4 one Elected Director,

provided always that the Nominations Committee may co-opt an independent individual with extensive experience in a relevant sporting sector on an ad hoc basis to assist the Nominations Committee.

21.4 The audit and remuneration committees shall each comprise a maximum of 5 Directors to include:

21.4.1 a chair, who (i) on the audit committee shall be a Director with significant financial expertise; and (ii) on the remuneration committee shall be an Independent Director.

21.4.2 one Independent Director;

21.4.3 one Nominated Director; and

21.4.4 one Elected Director.

21.5 The Board shall from time to time appoint such other committees and working groups as are identified from time to time as required to fulfil the Objects of the Federation.

22 REMOVAL/DISQUALIFICATION OF MEMBERS OF THE BOARD

22.1 A person shall with immediate effect cease to be a director of the Federation if:

22.1.1 that person is removed from office by an ordinary resolution duly passed by the Council under Section 168 of the 2006 Act;

- 22.1.2 that person is requested to resign by all of the other members of the Board acting together;
- 22.1.2 that person resigns their office by notice in writing to the Federation;
- 22.1.3 that person ceases to be a director by virtue of any provision of the 2006 Act or is otherwise prohibited from being a director by law;
- 22.1.4 a bankruptcy order is made against that person or that person makes any arrangement or composition with his creditors;
- 22.1.5 a registered medical practitioner gives a written opinion to the Federation stating that that person has become incapable of acting as a director and may remain so for more than three months;
- 22.1.6 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have.

23 PROCEEDINGS AT BOARD MEETINGS

- 23.1 The Board may (and not less than four times a year shall) meet together for the dispatch of business, and shall adjourn and otherwise regulate their meetings in such manner as they may think fit. Save as otherwise provided in these Articles questions arising at any meetings shall be decided by a majority of votes.
- 23.2 The Board Chair shall take the chair at meetings of the Board provided that if the Board Chair is not present the members of the Board attending the meeting may appoint one of their number to take the chair.
- 23.3 The quorum necessary for the transaction of the business of the Board shall be one half of the Members of the Board.
- 23.4 Seven clear days' notice of every meeting of the Board shall be given specifying the place, day and hour of the meeting, provided always that the Board Chair shall have power at any time in his discretion to convene a meeting at not less than 48 hours' notice and may adjourn the meeting from time to time. Shorter notice than provided for in this Article may be given if all of the directors consent.
- 23.5 At every meeting of the Board a resolution put to the vote of the meeting shall be decided on a show of hands.
- 23.6 A meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities powers and discretions by or under these Articles for the time being vested in or exercisable by the Board generally.
- 23.7 A person may participate in a meeting of the Board or of a committee of directors by telephone video conferencing or other similar equipment provided that throughout the meeting all persons participating in the meeting are able to communicate interactively and simultaneously with all other parties participating in the meeting. A person participating in a meeting in this manner shall be deemed present in person at the meeting and shall be entitled to vote and be counted in the quorum.

- 23.8 Each director shall declare any interest they may have in any business to be considered by the Board and no director may participate in the discussion of or vote in respect of a matter in which they have a conflict of interest.
- 23.9 The continuing members of the Board may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of members of the Board, the continuing members of the Board may act for the purpose of increasing the number of members of the Board to that number, or of summoning a general meeting of the Federation but for no other purpose.
- 23.10 A resolution in writing signed by all members of the Board for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.
- 23.11 The Federation may pay any reasonable expenses which the directors properly incur in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Federation.

24 CHIEF EXECUTIVE

- 24.1 Subject to the provisions of the 2006 Act the Board may appoint a Chief Executive for such term at such remuneration and upon such conditions as it may think fit.
- 24.2 The Board may remove the Chief Executive following consultation with the Council.
- 24.3 The Chief Executive shall be given notice of all Board meetings and entitled to attend and speak thereat (but not vote), save when the Board determines that it would be inappropriate when the business of a meeting concerns the conduct of performances of the Chief Executive.

PART 4: ADMINISTRATIVE ARRANGEMENTS

25 THE SEAL

The Federation need not have a common seal and the members of the Board may exercise all powers of the Federation to execute either under signature of one of them in the presence of a witness who attests the signature or , under the signature of any two of them or any one of them and the Secretary, and deliver any documents so as to have the same effect as a deed.

26 PATRON

The Council may (by passing a General Resolution to such effect) confer on any person or persons the title of Patron of the Federation, and a person on whom this title has been conferred shall retain it until his death or resignation or until the title is withdrawn by a Special Resolution of the Council. Any person for the time being holding the title of Patron may attend all general meetings of the Federation but shall not have any further powers or be entitled, in that capacity to vote at any such meeting or to any remuneration.

27 CONFIDENTIALITY

- 27.1 Any information received or brought to the notice of the Federation, a Member or Associate

Member or the Board in their capacity as such relating to the affairs of any Member or Associate Member shall be treated as confidential and shall not be disclosed in any way whatsoever without the consent of that Member or Associate Member.

- 27.2 Each Member or Associate Member shall ensure that it complies in all respects with the provisions of the Data Protection Act 1998 as regards personal data, within the meaning of that Act, supplied by that Member or Associate Member to the Federation.

28 ACCOUNTS

- 28.1 The Board shall cause proper books of account to be kept with respect to:

28.1.1 all sums of money received and expended by the Federation and the matters in respect of which the receipt and expenditure takes place;

28.1.2 all sales and purchases of goods by the Federation; and

28.1.3 the assets and liabilities of the Federation.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Federation's affairs and to explain its transactions.

- 28.2 The books of account shall be kept at the registered office of the Federation, or subject to Section 386 and 387 of the 2006 Act, at such other place or places as the Board think fit, and shall always be open to the inspection of the Board.

- 28.3 The Board shall from time to time in accordance with the 2006 Act, cause to be prepared and to be laid before the Federation in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

- 28.4 A copy of the annual audited accounts (including every document required by law to be annexed thereto) which is to be laid before the Federation in general meeting, together with a copy of the auditors' report, shall not less than fourteen days before the date of the meeting be sent to every Member and Associate Member. Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Federation is not aware.

29 AUDIT

Auditors shall be appointed and their duties regulated in accordance with Part 16 of the 2006 Act.

30 NOTICE

- 30.1 Subject to these Articles, anything sent or supplied by or to the Federation under these Articles may be sent or supplied in any way in which the 2006 Act provides for documents or information which are authorised or required by any provision of the 2006 Act to be sent or supplied by or to the Federation provided always in the event of electronic communication to Members or Associate Members the requisite individual consents have been obtained under the 2006 Act.

- 30.2 The applicable address shall be the registered office of the Member or Associate Member as

the case may be or in the case of electronic communication an address for the time being notified to the Federation for these purposes by the Member or Associate Member.

- 30.3 Subject to these Articles any notice or document to be sent or supplied to a member of the Board in connection with the taking of decisions of the Board may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being
- 30.4 Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiry of twenty-four hours after the letter containing the same is posted and, in any other case at the time at which the letter would be delivered in the ordinary course of post.
- 30.5 Notice of every general meeting shall be given in any manner hereinbefore authorised to every Member, Associate Member, the Council Chair, each member of the Board, the Secretary and the Chief Executive. No other person shall be entitled to receive notices of general meetings.
- 30.6 A provision of the 2006 Act or of these Articles requiring or authorising a thing to be done by or to a member of the Board and the Secretary shall not be satisfied by its being done by or to the same person acting both as member of the Board and as/in place of, the Secretary.

31 INDEMNITY

Subject to the provisions of the Acts but without prejudice to any indemnity to which a member of the Board may otherwise be entitled, every member of the Board or other Officer of the Federation shall be indemnified out of the assets of the Federation against any liability incurred by him for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company and such liability shall extend to all costs, charges, losses and expenses incurred by him in relation thereto, provided that this Article shall be deemed not to provide for, or entitle any such person to, indemnification to the extent that it would cause this Article, or any element of it, to be treated as void under the Act or otherwise under the Acts.